



BURLINGTON NORTHERN

No. 5809-54

Date NOV 30 1979

Fee \$ 10.00

ICC Washington, D. C.

176 East Fifth Street  
St. Paul, Minnesota 55101  
Telephone (612) 298-2121

LAW DEPARTMENT

Office of the Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

November 26, 1979

Dear Secretary:

Enclosed for filing, pursuant to Section 11303 of the Interstate Commerce Act, are three counterparts of a Supplemental Lease of Equipment dated October 1, 1979, supplementing the following equipment trust agreement.

A general description of the equipment covered by the enclosed Supplemental Lease is as follows: 30' Wide Vision All Steel Caboose Car, PACCAR Inc. Builder, bearing Burlington Northern road No. BN 12298.

The equipment trust agreement which is supplemented pursuant to the terms of the enclosed Supplemental Lease was recorded with the Interstate Commerce Commission, pursuant to Section 20c of the Interstate Commerce Act, and assigned a recordation number as follows:

	<u>Date Recorded</u>	<u>Recordation Number</u>
Burlington Northern Inc. Equipment Trust of 1970, Series 1	8-21-70	5809

The names and addresses of the parties to the Supplemental Lease supplementing the above equipment trust are as follows:

The Chase Manhattan Bank, N.A., Trustee, Lessor, the address of which is 1 New York Plaza, New York, New York 10015

Burlington Northern Inc., Lessee, the address of which is 176 East Fifth Street, St. Paul, Minnesota 55101

Also enclosed is a check in the amount of \$10.00 payable to you as Secretary of the Commission covering the cost of recording of the attached Supplemental Lease.

Joe Doherty - Joe Doherty

5869-F  
1979  
Executed in 7 Counterparts of  
which this Counterpart No. 3

BURLINGTON NORTHERN INC.  
EQUIPMENT TRUST OF 1970, SERIES 1

Supplemental Lease of Equipment

AGREEMENT dated as of the 1st day of October, 1979  
between THE CHASE MANHATTAN BANK (National Association), a  
national banking association duly organized and existing  
under the laws of the United States of America (hereinafter  
called the "Trustee"), party of the first part, and  
BURLINGTON NORTHERN INC., a corporation duly organized and  
existing under the laws of the State of Delaware, party of  
the second part,

WHEREAS, by a certain Agreement dated as of August  
1, 1970, executed by The Chase Manhattan Bank (National  
Association), Trustee, and the Company, there was  
established "Burlington Northern Inc. Equipment Trust of  
1970, Series 1"; and

WHEREAS, by the terms of the Lease contained in  
Article Five of said Equipment Trust Agreement, between the  
parties hereto, the Trustee did lease to the Company the  
railroad equipment described in SCHEDULE A to said Equipment  
Trust Agreement; and

WHEREAS, certain of the cars included in the rail-  
road equipment so described have been destroyed by accident

and the Company pursuant to ARTICLE FIVE, SECTION 5.07 of said Equipment Trust Agreement, has deposited in cash with the Trustee, pending replacement of such destroyed equipment the fair value as of the date of destruction of the Trust Equipment destroyed; and

WHEREAS, pursuant to the provisions of said Agreement, there is being transferred to the Trustee, for replacement purposes, title to one (1) 30' Wide Vision All Steel Caboose Car bearing Burlington Northern road No. BN 12298, which is to be delivered to the Company as part of the equipment included in said Trust; and

WHEREAS, pursuant to said ARTICLE FIVE, SECTION 5.07 of said Equipment Trust Agreement, the parties desire to subject said 30' Wide Vision All Steel Caboose Car to the terms and conditions of said Lease;

NOW, THEREFORE, it is agreed:

1. That pursuant to the provisions of ARTICLE FIVE, SECTION 5.07 of said Equipment Trust Agreement dated the 1st day of August, 1970, the Trustee has let and leased, and does hereby let and lease, to the Company said one (1) 30' Wide Vision All Steel Caboose Car bearing Burlington Northern road No. BN 12298 under and subject to all the terms and conditions of said Equipment Trust Agreement dated the 1st day of August, 1970, and the Company does hereby

agree to accept delivery and possession of said 30' Wide Vision All Steel Caboose Car thereunder.

2. Said car No. BN 12298 shall be deemed to be a portion of the Trust Equipment leased by the Trustee to the Company under said Equipment Trust Agreement in all respects as if the same had been so delivered to the Company simultaneously with the execution and delivery of said Equipment Trust Agreement, and shall be subject to all the terms and conditions of that said Equipment Trust Agreement.

3. It is understood and agreed that except as otherwise provided in said Equipment Trust Agreement dated August 1, 1970, the title to and ownership of said car No. BN 12298 shall be reserved to and remain in the Trustee, notwithstanding the delivery of the same to and the possession and use thereof by the Company.

IN WITNESS WHEREOF, the Trustee and the Company, pursuant to due corporate authority, have caused these presents to be signed and their respective corporate names and their respective corporate seals to be affixed hereto and attested, as of the day and year first above written.

THE CHASE MANHATTAN BANK  
(National Association), as Trustee

(SEAL)

ATTEST:

Carol D. Morgan  
Assistant Secretary

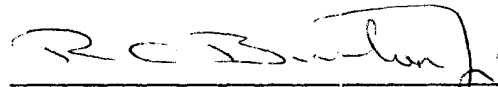
By

[Signature]  
Vice President

BURLINGTON NORTHERN INC.

(SEAL)

By

  
Vice President and Treasurer

ATTEST

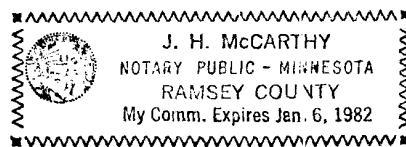
  
Assistant Secretary

STATE OF MINNESOTA     )  
                              )   SS  
COUNTY OF RAMSEY     )

On this *9<sup>th</sup>* day of *October*, 1979, before me personally appeared R. C. Burton, Jr., to me personally known, who being by me duly sworn, says that he is Vice President and Treasurer of Burlington Northern Inc.; that the seal affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

*J. H. McCarthy*

(SEAL)



STATE OF NEW YORK     )  
                              )  
COUNTY OF NEW YORK    )   SS

On this 20th day of November, 1979, before me personally appeared J. A. Payne, to me personally known, who being by me duly sworn, says that he is a Vice President of The Chase Manhattan Bank, that the seal affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)

---

JO-ANN VISCONTI  
Notary Public, State of New York  
No. 30-4681569  
Qualified in Nassau County  
Cert. Filed in New York County  
Commission Expires March 30, 1980